



Order Filed on July 20, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07601
(201) 489-3000
msirota@coleschotz.com
wusatine@coleschotz.com

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
(212) 446-4800
jsussberg@kirkland.com
christine.okike@kirkland.com

HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
30 Rockefeller Plaza, 26th Floor
New York, New York 10112
(212) 659-7300
richard.kanowitz@haynesboone.com
kenric.kattner@haynesboone.com

Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

Hearing Date and Time:

July 20, 2023 at 11:30 AM (ET)

**ORDER GRANTING DEBTORS' SECOND OMNIBUS
OBJECTION TO CERTAIN CLAIMS
(same-debtor and cross-debtor duplicates, books and records,
incorrect/improper classification, and amended claims)**

DATED: July 20, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

(Page 2)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption of Order: ORDER GRANTING DEBTORS' SECOND OMNIBUS OBJECTION
TO CERTAIN CLAIMS (same-debtor and cross-debtor duplicates, books
and records, incorrect/improper classification, and amended claims)

The relief set forth on the following pages, numbered three (3) through five (5) and
Schedule 1 is **ORDERED**.

(Page 3)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption of Order: ORDER GRANTING DEBTORS' SECOND OMNIBUS OBJECTION TO CERTAIN CLAIMS (same-debtor and cross-debtor duplicates, books and records, incorrect/improper classification, and amended claims)

Upon consideration of the *Debtors' Second Objection to Certain Claims* (the "Objection")¹; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. § 157 and Standing Order 12-1 (Simandle, C.J.), *Standing Order of Reference to the Bankruptcy Court Under Title 11*, dated September 18, 2012; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and it appearing that no other or further notice of the Objection need be provided; and all responses, if any, to the Objection having been withdrawn, resolved, or overruled; and the Court having found and determined that the relief sought in the Objection is in the best interests of the Debtors, their respective estates and creditors, and all parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon the Certification of Mark A. Renzi attached to the Objection, the record herein, and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is SUSTAINED as set forth herein.
2. The Disputed Claims listed on Schedule 1 attached hereto are hereby deemed allowed only in the amounts and classifications as listed in the Surviving Claim Amount column on Schedule 1.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

(Page 4)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption of Order: ORDER GRANTING DEBTORS' SECOND OMNIBUS OBJECTION TO CERTAIN CLAIMS (same-debtor and cross-debtor duplicates, books and records, incorrect/improper classification, and amended claims)

3. Kroll Restructuring Administration LLC (the "Claims and Noticing Agent") is hereby authorized and directed to mark each Disputed Claim as allowed in the amounts and classifications as listed in the Surviving Claim Amount column on **Schedule 1** on the claims register maintained for the Debtors' Chapter 11 Cases or, where appropriate, expunge each Disputed Claim with a Surviving Claim Amount of \$0.00 from the claims register.

4. The Debtors are authorized to take all steps necessary or appropriate to carry out the relief granted in this Order.

5. The terms, conditions, and provisions of this Order shall be immediately effective and enforceable upon its entry.

6. Notwithstanding anything to the contrary in the Objection, this Order, or any findings announced at the hearing, nothing in the Objection, this Order, or announced at the hearing constitutes a finding under the federal securities laws as to whether crypto tokens or transactions involving crypto tokens are securities, and the right of the United States Securities and Exchange Commission to challenge transactions involving crypto tokens on any basis are expressly reserved.

7. Nothing contained in this Objection or any actions taken pursuant to any order granting the relief requested by this Objection is intended or should be construed as: (a) an admission as to the validity of any particular claim against the Debtors, (b) a waiver of the Debtors' rights to dispute any particular claim on any grounds, (c) a promise or requirement to pay any particular claim, (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection, (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the

(Page 5)

Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption of Order: ORDER GRANTING DEBTORS' SECOND OMNIBUS OBJECTION TO CERTAIN CLAIMS (same-debtor and cross-debtor duplicates, books and records, incorrect/improper classification, and amended claims)

Bankruptcy Code, (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Objection are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens. If the Court grants the relief sought herein, any transfer made pursuant to the Court's Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

8. The objection to each Disputed Claim addressed in the Objection and as set forth on Schedule 1 attached hereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim that is the subject of the Objection and this Order. Any stay of this Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the Objection and this Order.

9. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Objection or is otherwise waived.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Schedule 1

Disputed Claims

Debtor: BlockFi Inc *et al.*
 Relevant Case Numbers: BlockFi Inc. 22-19361; BlockFi Lending LLC 22-19365; BlockFi Wallet LLC 22-19366; BlockFi International Ltd. 22-19368
 Second Omnibus Objection

Legend: Basis for Objection

BR-NI	Claimant is not identifiable as a customer of BlockFi	TOU	Claim includes amounts in violation of Terms of Use, including fraud or disabled account
BR - A	Inconsistent with Books and Records - Incorrect Crypto Amount, Correct Dollar Amount	IC	Claims are classified incorrectly or improperly
BR - B	Inconsistent with Books and Records - Incorrect Dollar Amount, Correct Crypto Amount	ID	Claims fail to specify the basis for claim or provide sufficient documentation
BR - C	Inconsistent with Books and Records - Incorrect Dollar and Crypto Amount	NIL	Seeks recovery for amounts for which the Debtors are not liable
UL	Claims fail to specify the asserted claim amount or list 'unliquidated'	NDF	Non-debtor has satisfied the claim in full
AMD	Claim amended by subsequently filed proof of claim	L	Late filed claim after bar date
DUP	Duplicative claim	O	Other: see Notes for more information

Filed Claim					Surviving Claim						
Proof of Claim No.	Claimant Name	Date Filed	Filed Debtor Entity	Asserted Claim Amount	Basis for Objection	Surviving Claim No.	Estate - Debtor Entity	Estate - Surviving Claim Amount	Wallet - Debtor Entity	Wallet Coins - Surviving Claim Amount ¹	Notes
525	Redacted	12/19/2022	BlockFi Inc.	\$5,000.00	BR-B, IC	525	BlockFi Inc	\$0.03	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	Claim asserted against BlockFi Inc. when claim is properly against BlockFi Wallet LLC; asserted Wallet values match books and records
17679	Redacted	2/13/2023	BlockFi Inc.	\$154.55	BR-C, DUP, IC	3264	BlockFi Inc	\$0.00	N/A	N/A	
3264	Redacted	2/13/2023	BlockFi Inc.	\$154.55	BR-B, IC	3264	BlockFi Inc	\$0.15	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
2070	Redacted	1/17/2023	BlockFi Inc.	\$223.10	BR-C, IC	2070	BlockFi Inc	\$0.09	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
2526	Redacted	2/11/2023	BlockFi Inc.	\$15.32	BR-B, IC	2526	BlockFi Inc	\$0.02	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
24108	Redacted	3/31/2023	BlockFi Inc.	\$125,538.54	BR-C, IC	24108	BlockFi Inc	\$65.23	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	BIA transfer to Wallet on 11/10/22 prior to Platform Pause; no client funds remain in BIA and Wallet balances differ from provided support. Remaining estate claim is for trailing accrued BIA interest.
20386	Redacted	2/15/2023	BlockFi Inc.	\$334.94	BR-C, IC	20386	BlockFi Inc	\$1.00	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
24366	Redacted	3/30/2023	BlockFi Inc.	\$3,053.71	BR-B, IC	24366	BlockFi Inc	\$1.48	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
313	Redacted	12/12/2022	BlockFi Inc.	\$494,095.21	AMD	12342	BlockFi Lending LLC	\$0.00	N/A	Loan Claim Only	Claim 313 is amended by claims 10732 and 12342
10732	Redacted	3/17/2023	BlockFi Lending LLC	\$270,566.78	BR-B, DUP, IC	12342	BlockFi Lending LLC	\$0.00	N/A	Loan Claim Only	Claim asserted as secured but is a general unsecured claim; duplicative as a transposition of the last two numbers in the asserted amount
12342	Redacted	3/24/2023	BlockFi Lending LLC	\$270,566.87	BR-B, IC	12342	BlockFi Lending LLC	\$108,288.19	N/A	Loan Claim Only	Claim asserted as secured but is a general unsecured claim; 11/28/22 prices not properly used for crypto to USD conversion
6148	Redacted	3/13/2023	BlockFi International Ltd	\$1,919.17	BR-B, DUP, IC	12920	BlockFi International Ltd	\$0.00	N/A	N/A	
12920	Redacted	3/23/2023	BlockFi International Ltd.	\$1,919.17	BR-B, IC	12920	BlockFi International Ltd	\$0.16	BlockFi International Ltd	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	Estate claim for trailing accrued interest; remainder of crypto asserted is Wallet claim that matches books and records
12359	Redacted	3/23/2023	BlockFi International Ltd.	\$1,919.17	BR-B, DUP, IC	12920	BlockFi International Ltd	\$0.00	N/A	N/A	
4243	Redacted	2/13/2023	BlockFi International Ltd.	\$1,060.12	BR-B, DUP	12920	BlockFi International Ltd	\$0.00	N/A	N/A	

¹ Claims that did not assert Wallet as part of their proof of claim form may still have Wallet balances, but are listed as not applicable "N/A" to this particular proof of claim.

Legend: Basis for Objection

BR-NI	Claimant is not identifiable as a customer of BlockFi	TOU	Claim includes amounts in violation of Terms of Use, including fraud or disabled account
BR - A	Inconsistent with Books and Records - Incorrect Crypto Amount, Correct Dollar Amount	IC	Claims are classified incorrectly or improperly
BR - B	Inconsistent with Books and Records - Incorrect Dollar Amount, Correct Crypto Amount	ID	Claims fail to specify the basis for claim or provide sufficient documentation
BR - C	Inconsistent with Books and Records - Incorrect Dollar and Crypto Amount	NL	Seeks recovery for amounts for which the Debtors are not liable
UL	Claims fail to specify the asserted claim amount or list 'unliquidated'	NDF	Non-debtor has satisfied the claim in full
AMD	Claim amended by subsequently filed proof of claim	L	Late filed claim after bar date
DUP	Duplicative claim	O	Other; see Notes for more information

Filed Claim					Surviving Claim						
Proof of Claim No.	Claimant Name	Date Filed	Filed Debtor Entity	Asserted Claim Amount	Basis for Objection	Surviving Claim No.	Estate - Debtor Entity	Estate - Surviving Claim Amount	Wallet - Debtor Entity	Wallet Coins - Surviving Claim Amount ¹	Notes
10230	Redacted	3/13/2023	BlockFi International Ltd.	\$1,919.17	BR-B, DUP	12920	BlockFi International Ltd	\$0.00	N/A	N/A	
25811	Redacted	3/23/2023	BlockFi International Ltd.	\$1,919.17	BR-B, DUP	12920	BlockFi International Ltd	\$0.00	N/A	N/A	
25552	Redacted	3/13/2023	BlockFi International Ltd.	\$1,919.17	BR-B, DUP	12920	BlockFi International Ltd	\$0.00	N/A	N/A	
1953	Redacted	1/26/2023	BlockFi Inc.	\$50,000.00	BR-C, IC	1953	BlockFi Inc	\$0.62	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	Crypto amounts listed are for Wallet, not BIA, and dollarized claim does not use 11/28/22 prices
15070	Redacted	3/30/2023	BlockFi Inc.	\$2,425.94	BR-B, IC	15070	BlockFi Inc	\$0.01	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
18976	Redacted	3/30/2023	BlockFi Inc.	\$2,421.72	BR-C, DUP	15070	BlockFi Inc	\$0.00	N/A	N/A	
25594	Redacted	3/28/2023	BlockFi Inc.	\$396.38	BR-C, IC	25594	BlockFi Inc	\$0.06	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	Estate claim for trailing accrued interest; otherwise asserting a Wallet claim as BlockFi Interest Account
11830	Redacted	3/14/2023	BlockFi Inc.	\$1,475.97	BR-C, IC	11830	BlockFi Inc	\$1.32	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
229	Redacted	12/6/2022	BlockFi Inc.	\$165.33	BR-B, IC	229	BlockFi Inc	\$0.03	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	
2427	Redacted	2/1/2023	BlockFi Inc.	\$6,787.00	BR-C, IC	2427	BlockFi Inc	\$0.41	BlockFi Wallet LLC	View balances at https://restructuring.ra.kroll.com/blockfi/EPOC-Index	

¹ Claims that did not assert Wallet as part of their proof of claim form may still have Wallet balances, but are listed as not applicable "N/A" to this particular proof of claim.